

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

LEHMAN BROTHERS HOLDINGS, INC.,  
*et al.*,

Debtors.

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Chapter 11

Case No. 08-13555 (JMP)  
(Jointly Administered)

**[PROPOSED] ORDER SETTING PROMPT DATE FOR ASSUMPTION OR  
REJECTION OF DEBTOR LCPI'S AMENDED AND RESTATED  
MASTER REPURCHASE AGREEMENT WITH SIXTH GEAR**

Upon the motion by Sixth Gear Funding Trust and Sixth Gear Solutions Corp. (together, "Sixth Gear") for an Order, pursuant to 11 U.S.C. § 365(d)(2), requiring Lehman Commercial Paper Inc. ("LCPI") to assume or reject the Amended and Restated Master Repurchase Agreement dated May 9, 2008 ("MRA") and related agreements within 15 days; and notice of the Motion and the hearing thereon having duly been given to the Standard Parties in accordance with the procedures set forth in the order dated September 22, 2008 governing case management procedures entered by this Court in case no. 08-13555 (Docket No. 285); and it appearing after due deliberation and a hearing held on November [18], 2008 that sufficient grounds exist for the relief requested in the Motion; it is hereby

ORDERED that the Motion is granted in its entirety; and it is further

ORDERED that unless LCPI files a motion to assume the MRA and related agreements between LCPI and Sixth Gear, pursuant to Section 365 of the Bankruptcy Code, within 15 calendar days of this order, the MRA and related agreements shall be deemed rejected, and Sixth Gear shall be authorized to file UCC-3 Financing Statement Amendments terminating LCPI's interests regarding the MRA.

Dated: New York, New York  
November \_\_\_\_, 2008

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Hon. James M. Peck,  
United States Bankruptcy Judge